



Early Journal Content on JSTOR, Free to Anyone in the World

This article is one of nearly 500,000 scholarly works digitized and made freely available to everyone in the world by JSTOR.

Known as the Early Journal Content, this set of works include research articles, news, letters, and other writings published in more than 200 of the oldest leading academic journals. The works date from the mid-seventeenth to the early twentieth centuries.

We encourage people to read and share the Early Journal Content openly and to tell others that this resource exists. People may post this content online or redistribute in any way for non-commercial purposes.

Read more about Early Journal Content at <http://about.jstor.org/participate-jstor/individuals/early-journal-content>.

JSTOR is a digital library of academic journals, books, and primary source objects. JSTOR helps people discover, use, and build upon a wide range of content through a powerful research and teaching platform, and preserves this content for future generations. JSTOR is part of ITHAKA, a not-for-profit organization that also includes Ithaka S+R and Portico. For more information about JSTOR, please contact support@jstor.org.

or that it is immutable, and so immune from evolutionary change—such parties will have considerable adjustment to make before they can see eye to eye with our author. But to those who are familiar with and have come to adhere to the Sumnerian conception of the mores and their evolution, there is here only a powerful though independent authority (for Vinogradoff does not know Sumner, though Sumner knew Vinogradoff well) for the position, in particular with respect to the nature of law, which they already occupy.

A. G. KELLER.

Yale University.

A Digest of the Law of Partnership. By Sir Frederick Pollock. Eleventh Edition. London, Stevens & Sons, Ltd., 1920. pp. xxiv, 267.

This is the first edition in five years of the standard commentary on the English Partnership Act of 1890. There are only a few changes from the preceding edition, probably because the war seriously affected the kind of businesses which are carried on in the partnership form and served as a check on litigation. The most interesting new portions relate to the effect of the war upon partnerships. The discussion of this matter under section 34 of the Act has been changed somewhat, and two important decisions in the House of Lords have been added. It is regrettable that the book does not contain a longer discussion of these two cases because of their interest in connection with American litigation. *Rodriguez v. Speyer*¹ held that a partnership containing some English members and some German members could sue in the English Courts during the war to recover a debt. This case gives considerable support to the entity theory, although it can be explained otherwise on the ground that the prohibition of suit by an alien enemy is not to be rigidly enforced to the injury of citizens. It is significant that the New York courts in *Rothbarth v. Hersfeld*² have suspended the right of action of a firm containing some alien enemies although the beneficial interest of the suit was in New York banks. It will be interesting to see whether the House of Lords view, or the New York view, wins approval in future discussions of international law. Another very liberal decision of the House of Lords is *Stevenson v. Cartonnagen-Industrie*.³ A firm was dissolved by the outbreak of the war, inasmuch as some of the partners were Germans. The Court of Appeal held that the English partners could take all the assets of the firm and continue the business, keeping the profits for themselves. The only claim of the German partners would be for the value of their share of the business in 1914. The House of Lords reversed this decision and held that the German partners could claim a share in the profits which were realized during the war from their share of the assets, allowance being made for the fact that the only partners who rendered personal service were the English. Of course, the Germans' share had to be paid to the Alien Property Custodian for disposition after the war. Another decision, *Rex v. Kupfer*,⁴ rejects the suggestion of *Griswold v. Waddington*⁵ that a partnership between enemies is only suspended during the war. It is held to come to an end.

A further effect of the war is that while simple interest at 5% was formerly charged against the partners who continued business with the firm assets after dissolution, the editor observes "the rate might be higher now [1920]" (p. 141, notes.)

The other additions are a reference to the Registration of Business Names Act,

¹ [1919] A. C. 59.

² (1917) 179 App. Div. 865, 167 N. Y. Supp. 199; (1918) 223 N. Y. 578, 119 N. E. 1075.

³ [1918] A. C. 239.

⁴ [1915] 2 K. B. 321, 338.

⁵ (1818, N. Y. Sup. Ct.) 15 Johns, 57; 16 *id.* 438.

1916 (pp. 25, 26); mention of *Goldfarb v. Bartlett*⁶ (pp. 63, 64, 65, 111), which holds that notice of dishonor to a continuing partner is also notice to the retiring partner, but that an extension of time on a firm bill made before the retirement discharges the retiring partner, inasmuch as he is now considered in the position of a surety; and references to three less important cases⁷ (pp. 76, 78, 111 note).

This new edition of Pollock has especial value for American readers because the Uniform Partnership Act has recently been adopted by several of the most important commercial states. Many sections of the English statute have sufficient resemblance to our own to render Pollock's citations and discussions helpful to the American practitioner. It is to be hoped that we shall soon have an annotated edition of the Uniform Partnership Act similar to Brannan's *Negotiable Instruments Law*. Under each section of our act might be placed the American cases construing it, the corresponding section of the English Act with the English cases and perhaps mention of the comments of Pollock and other English writers, and finally, an abstract of the discussion of this particular American section by Dean Lewis and Professor Crane in their recent articles.⁸

It is impossible to read over the English and American partnership statutes without experiencing once more the keenest regret that the draftsmen deliberately chose to disregard the usage of business men. It is a serious step backward to ask our legislatures to deny the distinction between the firm and the partners just as the courts were gradually beginning to take the business point of view. Consider, for example, section 17 of the Uniform Partnership Act:

"Sec. 17. *Liability of Incoming Partner.* A person admitted as a partner into an existing partnership is liable for all the obligations of the partnership arising before his admission as though he had been a partner when such obligations were incurred, except that this liability shall be satisfied only out of partnership property."

The business principle is that the incoming partner is not liable. The English Act, section 17 (1), so states. The American act, because of its hostility to the entity view, commits the absurdity of saying that he is liable and then showing that he is not. The English Act also avoids the unfortunate language of section 25 of the American statute, that a partner is co-owner of specific partnership property as tenant in partnership. The business view that the property and obligations are those of the firm would reach the same practical results as those stated in section 25 as the incidents of the partner's "tenancy," and will also reach a sound result in situations not expressly covered by this section, in which the underlying theory of the American statute would defeat business understanding. On the other hand, the Uniform Act has at least two great advantages—partnership land is treated as personalty, and the separate creditor of a partner, instead of levying upon the partnership assets, acquires simply a charging lien. Both these provisions are in accordance with the English statute, and the English decisions will be of especial value on these important topics.

Z. CHAFEE, JR.

Law School of Harvard University.

The Debates in the Federal Convention of 1787 which Framed the Constitution of the United States of America. Reported by James Madison. Edited by Gaillard Hunt and James Brown Scott, for the Carnegie Endowment for International Peace. New York, Oxford University Press, 1920. pp. xcvi, 731. No student of American constitutional history needs now to be told of the

⁶ [1920] 1 K. B. 639.

⁷ *Pearce v. Bulteel* [1916] 2 Ch. 544, 556; *Peake v. Carter* [1916] 1 K. B. 652; *Dickson v. National Bank of Scotland* [1917, H. L.] S. C. 50.

⁸ (1915) 24 YALE LAW JOURNAL, 617; (1911) 60 U. P. L. REV. 93; (1915) 28 HARV. L. REV. 762; (1915-16) 29 *id.* 158, 291, 838.